

NEAL GERBER EISENBERG & LURIE

208 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60604
(312) 269-8000

December 12, 1988

EARL N. MELAMED
(312) 269-8012

INTERSTATE COMMERCE COMMISSION

TELECOPIER
(312) 269-1747

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

DEC 14 1988 3-45 PM

RECORDATION NO.

9911-M
No. 8

349A070

Interstate Commerce Commission
Washington, D.C. 20423

Date DEC. 14. 1988.....

Attention: Ms. Mildred Lee
Room 2303

DEC 14 1988 3-45 PM

Dear Ms. Lee:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Section 11303, an original and two certified counterparts of the Third Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 225 West Washington Street, Chicago, Illinois, 60606 (the "Company") and The First National Bank of Chicago, One First National Plaza, Site 0126, Chicago, Illinois 60670 (the "Bank") as Trustee, which amends the Equipment Trust (Series P-2) dated as of December 1, 1978, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust of railroad cars, more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the railroad cars in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust dated as of December 1, 1976, which was recorded with your office and assigned recordation number 9911. We enclose herewith our check in the amount of \$26.00 payable to the Interstate Commerce Commission to cover the recordation fees.

DEC 14 3 41 PM '88
RECEIVED
TELETYPE UNIT

NEAL GERBER EISENBERG & LURIE

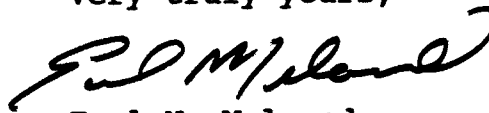
Interstate Commerce Commission

Page 2

December 12, 1988

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Earl N. Melamed", written in a cursive style.

Earl N. Melamed

ENM:jo
Enclosures

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

INTERSTATE COMMERCE COMMISSION

DEC 14 1988 3-45 PM

RECORDATION NO. 9911-N Filed 1425

CERTIFICATE

The undersigned, Joanne M. DeSanctis, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Trust Agreement dated the 17th day of October, 1988, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 12th day of December, 1988.

Joanne M. DeSanctis
Notary Public

" OFFICIAL SEAL "
JOANNE M. DeSANCTIS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7/7/92

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

DEC 14 1988 3-4 5 DM

RECORDATION NO.

9911-N
Filed 1425

THE FIRST NATIONAL BANK OF CHICAGO

as Trustee under Equipment Trust Agreement

Dated as of December 1, 1978 (Series P-2)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1978 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, THE BANK, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 1st day of December, 1988.

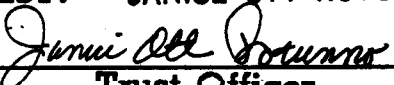
THE FIRST NATIONAL BANK OF CHICAGO

By: 

R. D. Manella
Vice President

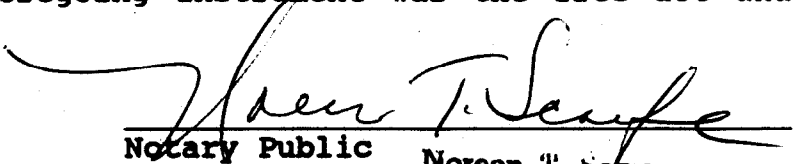
(CORPORATE SEAL)

ATTEST: JANICE OTT ROTUNNO


Its Trust Officer

STATE OF Illinois)
COUNTY OF Cook) SS

On this 1st day of December, 1988, before me,
a Notary Public in and for said County, personally appeared
R. D. Manella and JANICE OTT ROTUNNO
to me personally known, who being by me duly sworn did say that
they are respectively Vice President and Trust Officer
of The First National Bank of Chicago, that the seal
affixed to the foregoing instrument is the corporate seal of said
Bank, that said instrument was signed and sealed on behalf of
said Bank by prior authority and said persons acknowledge that
the execution of the foregoing instrument was the free act and
deed of said Bank.


Notary Public Noreen T. Scaife

My Commission Expires:



CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	BULK	70	BCIT818561
1	COVE	5,820	UNPX122104
2	LOC	4,750	UTCX45284, UTCX45293
1	TM	13,700	25849
5	TM	14,500	12106, 12115, 12118, 70927, 70936
1	TM	20,000	70855
3	TM	23,500	70307, 70461, 71099
1	TM	23,517	68904
1	TM	23,576	68951
1	TM	26,000	58027
2	TP	33,700	99887, 99890
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19	TOTAL		